



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102

(817) 333-3187  
Docket No. BN10011

VIA UPS

RECORDATION NO. 9895-B  
FILED 1428

MAR 21 1995 -3 05 PM

INTERSTATE COMMERCE COMMISSION

March 13, 1995

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

**Re: Document for Recordation: Bill of Sale and Release of Security Interest to Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust Agreement of 1978, Series 2, Dated as of December 1, 1978**

Dear Ms. Lee:

I am enclosing 3 counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated March 6, 1995, by which all right, title and interest in and to the existing equipment covered by the Equipment Trust Agreement of 1978, Series 2, Dated as of December 1, 1978 is conveyed to Burlington Northern Railroad Company from First Trust, N.A.

The Equipment Trust Agreement of 1978, Series 2, Dated as of December 1, 1978, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on December 11, 1978 and assigned Recordation No. 9895.

Ms. Mildred Lee

March 13, 1995

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The names and addresses of the parties to the transaction are:

Trustee: First Trust, N.A.  
Administration, Second Floor  
180 East Fifth Street  
St. Paul, Minnesota 55164

Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

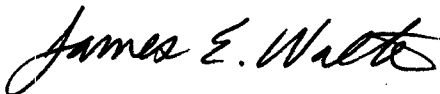
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibits "A" and "B" of said document.

A check in the amount of \$21.00 is enclosed to cover the fee for recording the Bill of Sale and Release of Security Interest. Please file-stamp and return all counterparts not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated March 6, 1995, to Equipment Trust Agreement of 1978, Series 2, Dated as of December 1, 1978 (ICC Recordation No. 9895, December 11, 1978) conveying the equipment described on Exhibits "A" and "B" of said document.

Very truly yours,



James E. Walton  
Legal Assistant

Enclosures

RECORDATION NO.

9895-B

FILED 1425

MAR 21 1995 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts  
of which this is No. 2

**BILL OF SALE AND RELEASE OF SECURITY INTEREST**

WHEREAS, by a certain Equipment Trust Agreement, dated as of December 1, 1978, executed by First Trust N.A. (formerly First Trust Company of Saint Paul), as Trustee (the "Trustee"), and Burlington Northern Inc. (now Burlington Northern Railroad Company) (the "Railroad"), there was established "Burlington Northern Inc. Equipment Trust of 1978, Series 2" (the "Agreement");

WHEREAS, by the terms of Article IV of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on December 11, 1978, as Recordation No. 9895 with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the

Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to the Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

WHEREAS, Trustee and Railroad established an Agreement for Trust Group 3A, dated July 27, 1982 (hereinafter referred to as "Trust Group"); and by the terms of said Trust Group, the replacement equipment described in Exhibit B hereto (the "Replacement Equipment") was subjected to the terms and conditions of certain Equipment Trust Agreements, including "Burlington Northern Inc. Equipment Trust of 1978, Series 2", and the respective Trustee under each of those certain Equipment Trust Agreements received title to that portion of the Replacement Equipment equal to the proportion of funds actually expended from each Equipment Trust over the total cost of the Replacement Equipment (the "Proportionate Interest");

WHEREAS, the Trust Group was filed with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act as Recordation No. 9895-A on August 11, 1982; and

WHEREAS, the Railroad has paid the full indebtedness, interest, and all other payments as provided in the Agreement as stated above.

NOW, THEREFORE, the Trustee, acting solely in its capacity as Trustee under the Trust Group and as Trustee under

the Agreement, in accordance with the provisions of the Trust Group, does hereby sell, assign, convey, and transfer all the Proportionate Interest in the Replacement Equipment held by it under the Agreement, but only such Proportionate Interest held under such Agreement, to the Railroad.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, First Trust, N.A., the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto duly affixed and attested by its officers thereunto duly authorized this 6<sup>th</sup> day of March, 1995.

FIRST TRUST, N.A.

By: R. P. Johnson

ATTEST:

K. Barrett



STATE OF MINNESOTA

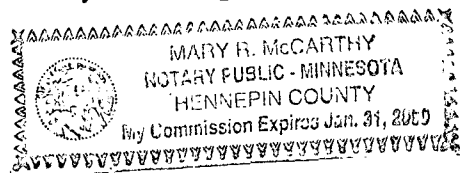
COUNTY OF HENNEPIN, ss:

On this 6th day of MARCH, 1995 before me personally appeared R. PROKOSCH, to me personally known, who, being by me duly sworn, says that (s)he is a TRUST OFFICER of First Trust, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Mary R. McCarthy  
Notary Public

My commission expires:  
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OPEN TOP HOPPER CARS (448 TOTAL):

Current BN Number

528900 - 528921  
528923  
528927 - 528933  
528935 - 528938  
528940 - 528962  
528964 - 528965  
528967  
528969 - 528974  
528976 - 528985  
528987 - 528991  
528993 - 529011  
529014 - 529025  
529027 - 529036  
529038 - 529039  
529041 - 529048  
529050 - 529059  
529061 - 529076  
529078  
529080 - 529088  
529090 - 529092  
529094 - 529101  
529103 - 529122  
529124 - 529128  
529131 - 529140  
529142 - 529148  
529150 - 529155  
529157 - 529196  
529198 - 529200  
529202 - 529203  
529205 - 529212  
529214 - 529226  
529228  
529230 - 529237  
529239  
529241 - 529242  
529244  
529246 - 529251  
529253 - 529257  
529260 - 529268  
529270 - 529283  
529285 - 529298  
529300 - 529310  
529312 - 529336  
529338 - 529343  
529345 - 529358  
529360 - 529365

Current BN Number

529367 - 529372  
529374 - 529399

AIRSLIDE COVERED HOPPER CARS, 100-TON CAPACITY (23 TOTAL):

Current BN Number

410515 - 410516  
410518 - 410538



DOUBLE HOPPER CARS (45 TOTAL):

Current BN Number

953897 - 953900  
953904 - 953906  
953918 - 953923  
953943 - 953947  
953958 - 953959  
953966 - 953990